



General Assembly

February Session, 2002

Raised Bill No. 601

LCO No. 2297

Referred to Committee on Judiciary

Introduced by:
(JUD)

AN ACT CONCERNING REGISTERED AGENTS OF FOREIGN CORPORATIONS AND THE FILING OF CERTAIN NOTICES AND REPORTS BY LIMITED LIABILITY COMPANIES.

Be it enacted by the Senate and House of Representatives in General Assembly convened:

1 Section 1. Subsection (a) of section 33-926 of the general statutes is
2 repealed and the following is substituted in lieu thereof (*Effective*
3 *October 1, 2002*):

4 (a) Each foreign corporation authorized to transact business in this
5 state shall continuously maintain in this state: (1) A registered office
6 that may be the same as any of its places of business; and (2) a
7 registered agent at such registered office, who may be: (A) A natural
8 person who is a resident of this state; (B) a domestic corporation; [or]
9 (C) a corporation not organized under the laws of this state and which
10 has procured a certificate of authority to transact business in this state;
11 (D) a domestic limited liability company; or (E) a limited liability
12 company not organized under the laws of this state and which has
13 procured a certificate of registration to transact business in this state.

14 Sec. 2. Subsection (a) of section 33-1216 of the general statutes is

15 repealed and the following is substituted in lieu thereof (*Effective*
16 *October 1, 2002*):

17 (a) Each foreign corporation authorized to conduct affairs in this
18 state shall continuously maintain in this state: (1) A registered office
19 that may be the same as any of its offices; and (2) a registered agent at
20 such registered office, who may be: (A) A natural person who is a
21 resident in this state; (B) a domestic corporation or business
22 corporation; [or] (C) a corporation or business corporation not
23 organized under the laws of this state and which has procured a
24 certificate of authority to conduct affairs or transact business in this
25 state; (D) a domestic limited liability company; or (E) a limited liability
26 company not organized under the laws of this state and which has
27 procured a certificate of registration to transact business in this state.

28 Sec. 3. Subsection (a) of section 34-112 of the general statutes is
29 repealed and the following is substituted in lieu thereof (*Effective*
30 *October 1, 2002*):

31 (a) Fees for filing documents and issuing certificates: (1) Filing
32 application to reserve a limited liability company name or to cancel a
33 reserved limited liability company name, thirty dollars; (2) filing
34 transfer of reserved limited liability company name, thirty dollars; (3)
35 filing articles of organization, including appointment of statutory
36 agent, sixty dollars; (4) filing change of address of statutory agent or
37 change of statutory agent, twenty-five dollars; (5) filing notice of
38 resignation of statutory agent in duplicate, twenty-five dollars; (6)
39 filing amendment to articles of organization, sixty dollars; (7) filing
40 restated articles of organization, sixty dollars; (8) filing articles of
41 merger or consolidation, thirty dollars per each limited liability
42 company; (9) filing articles of dissolution by resolution, twenty-five
43 dollars; (10) filing articles of dissolution by expiration, twenty-five
44 dollars; (11) filing judicial decree of dissolution, twenty-five dollars;
45 (12) filing certificate of reinstatement, sixty dollars; (13) filing
46 application by a foreign limited liability company for certificate of

47 registration to transact business in this state and issuing certificate of
48 registration, sixty dollars; (14) filing application of foreign limited
49 liability company for amended certificate of registration to transact
50 business in this state and issuing amended certificate of registration,
51 sixty dollars; (15) filing application for withdrawal of foreign limited
52 liability company and issuing certificate of withdrawal, sixty dollars;
53 (16) filing an annual report, ten dollars; and (17) filing an interim
54 notice of change of manager or member, ten dollars.

55 Sec. 4. Subsection (c) of section 34-229 of the general statutes is
56 repealed and the following is substituted in lieu thereof (*Effective*
57 *October 1, 2002*):

58 (c) Each annual report shall set forth: (1) The name of the foreign
59 limited liability company and, if different, the name under which such
60 foreign limited liability company transacts business in this state, [and]
61 (2) the address of the office required to be maintained in the state or
62 other jurisdiction of the foreign limited liability company's
63 organization by the laws of that state or jurisdiction or, if not so
64 required, the address of its principal office, and (3) the name and
65 respective business and residence addresses of a manager or a member
66 of the foreign limited liability company, except that, if good cause is
67 shown, the Secretary of the State may accept a business address in lieu
68 of the business and residence addresses of such manager or member.
69 For the purposes of this subsection, a showing of good cause shall
70 include, but not be limited to, a showing that public disclosure of the
71 residence address of the manager or member of the foreign limited
72 liability company may expose the personal security of such manager or
73 member to significant risk.

74 Sec. 5. (NEW) (*Effective October 1, 2002*) (a) When the manager or
75 member of a domestic or foreign limited liability company named in
76 its most current annual report pursuant to subsection (c) of section 34-
77 106 of the general statutes, as amended, or subsection (c) of section 34-
78 229 of the general statutes, as amended by this act, changes after the

79 domestic or foreign limited liability company has filed such annual
80 report, and not later than thirty days preceding the month during
81 which the domestic or foreign limited liability company's next annual
82 report becomes due, the domestic or foreign limited liability company
83 shall file with the Secretary of the State an interim notice of change of
84 manager or member that sets forth: (1) The name of the domestic or
85 foreign limited liability company, and (2) the name, title and respective
86 business and residence addresses of the new manager or member and
87 the name and title of the former manager or member. If good cause is
88 shown, the Secretary of the State may accept a business address in lieu
89 of the business and residence addresses of the manager or member of
90 the domestic or foreign limited liability company. For the purposes of
91 this section, a showing of good cause shall include, but not be limited
92 to, a showing that public disclosure of the residence address of the
93 manager or member of the domestic or foreign limited liability
94 company may expose the personal security of such manager or
95 member to significant risk.

96 (b) Any changes to the manager or member of a domestic or foreign
97 limited liability company that occur within the thirty-day period
98 preceding the month during which the domestic or foreign limited
99 liability company's annual report becomes due shall be reflected on the
100 domestic or foreign limited liability company's next annual report filed
101 pursuant to section 34-106 of the general statutes, as amended, or
102 section 34-229 of the general statutes, as amended by this act.

This act shall take effect as follows:	
Section 1	<i>October 1, 2002</i>
Sec. 2	<i>October 1, 2002</i>
Sec. 3	<i>October 1, 2002</i>
Sec. 4	<i>October 1, 2002</i>
Sec. 5	<i>October 1, 2002</i>

Statement of Purpose:

To authorize the appointment of limited liability companies as registered agents for foreign corporations, to require the reporting of

managers of foreign limited liability companies in the same manner as current reporting requirements for domestic limited liability companies and to establish requirements for the filing of interim notices of change of manager or member by domestic and foreign limited liability companies.

[Proposed deletions are enclosed in brackets. Proposed additions are indicated by underline, except that when the entire text of a bill or resolution or a section of a bill or resolution is new, it is not underlined.]

JUD *Joint Favorable*

FIN *Joint Favorable*